

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Hearing Date: November 21,
2024 at 10:30 a.m. (ET)**

**DEBTORS' AND OFFICIAL COMMITTEE OF UNSECURED
CREDITORS' JOINT WITNESS AND EXHIBIT LIST FOR HEARING SCHEDULED
FOR NOVEMBER 21, 2024, AT 10:30 A.M. (PREVAILING EASTERN TIME)**

Big Lots, Inc. and certain of its affiliates (collectively, the “**Debtors**” or “**Big Lots**”), and the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) file this Joint Witness and Exhibit List identifying the individuals the Debtors and the Committee may call as witnesses and the evidence the Debtors and the Committee may introduce into evidence in connection with the *Motion of Debtors for Entry of Orders (I) (A) Approving Bidding Procedures for Sale of Debtors' Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II) (A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B)*

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [D.I. 18], the Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially All of the Debtors' Assets [D.I. 981] and the Supplemental Limited Objection of the Official Committee of Unsecured Creditors to Proposed Sale of Substantially All of the Debtors' Assets [D.I. 1154] at the hearing to be held on November 21, 2024, at 10:30 a.m. (ET) (the “**Hearing**”).

Witnesses

The Debtors may call the following witnesses at the Hearing:

1. Adam Rifkin, Senior Managing Director, Guggenheim Securities, LLC (via declaration and proffer);
2. James A. King, Partner, Porter Wright Morris & Arthur LLP (via proffer);
3. Ronald A. Robins Jr., Executive Vice President, Chief Legal and Governance Officer, General Counsel and Corporate Secretary, the Debtors (via proffer);
4. any witness called by any other party;
5. rebuttal witnesses, as necessary or as the Debtors determine to be desirable; and
6. the Debtors reserve the right to cross-examine any witness called by another party.

The Committee may call the following witnesses at the Hearing:

1. Adam Rifkin, Senior Managing Director, Guggenheim Securities, LLC;
2. James A. King, Partner, Porter Wright Morris & Arthur LLP;
3. Jonathan Ramsden, Chief Financial and Administrative Officer, the Debtors;
4. Ronald A. Robins Jr., Executive Vice President, Chief Legal and Governance Officer, General Counsel and Corporate Secretary, the Debtors;
5. any witness called by any other party;
6. rebuttal witnesses, as necessary or as the Committee determines to be desirable; and

7. the Committee reserves the right to cross-examine any witness called by another party.

Exhibits

The Debtors and Committee designate the following exhibits that may be used at the Hearing:

Joint Exhibit #	Description	Docket No./ Bates No.
1	Debtors' Responses and Objections to Interrogatories and Porter Wright Investigation Report	Docket No. 1154, Ex. B
2	Gateways' Responses and Objections to the Committee's Request for Production and Interrogatories in connection with Sale Hearing	Docket No. 1154, Ex. D
4	Notice of First Set of Interrogatories of the Official Committee of Unsecured Creditors Directed to the Debtors	Docket No. 1154, Ex. A
5	Notice of First Set of Interrogatories of the Official Committee of Unsecured Creditors Directed to Gateway BL Acquisition, LLC	Docket No. 1154, Ex. B
6	Stalking Horse APA	Docket No. 18-3, Ex. C
7	Notice of Successful Bidder for the Sale of the Debtors' Assets	Docket No. 661, Ex. A

Joint Exhibit #	Description	Docket No./ Bates No.
8	Declaration of Adam Rifkin in Support of Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Debtors' Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II)(A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief	Docket No. 197
9	Schedules of Assets and Liabilities for Big Lots, Inc. Case No. 24-11967	Docket No. 685
10	Schedules of Assets and Liabilities for Great Basin, LLC Case No. 24-11966	Docket No. 687
11	Schedules of Assets and Liabilities for Consolidated Property Holdings, LLC Case No. 24-11968	Docket No. 690
12	Schedules of Assets and Liabilities for Big Lots Management, LLC Case No. 24-11969	Docket No. 692

Joint Exhibit #	Description	Docket No./ Bates No.
13	Schedules of Assets and Liabilities for Big Lots Stores – PNS, LLC Case No. 24-11970	Docket No. 694
14	Schedules of Assets and Liabilities for Broyhill LLC Case No. 24-11971	Docket No. 697
15	Schedules of Assets and Liabilities for BLBO Tenant, LLC Case No. 24-11972	Docket No. 699
16	Schedules of Assets and Liabilities for Big Lots Stores, LLC Case No. 24-11973	Docket No. 701
17	Schedules of Assets and Liabilities for CSC Distribution LLC Case No. 24-11974	Docket No. 703
18	Schedules of Assets and Liabilities for Durant DC, LLC Case No. 24-11975	Docket No. 705
19	Schedules of Assets and Liabilities for Big Lots Stores – CSR, LLC Case No. 24-11976	Docket No. 707
20	Schedules of Assets and Liabilities for GAFDC LLC Case No. 24-11977	Docket No. 709
21	Schedules of Assets and Liabilities for Closeout Distribution, LLC Case No. 24-11978	Docket No. 711
22	Schedules of Assets and Liabilities for WAFDC, LLC Case No. 24-11979	Docket No. 713
23	Schedules of Assets and Liabilities for Big Lots eCommerce LLC Case No. 24-11980	Docket No. 715

Joint Exhibit #	Description	Docket No./ Bates No.
24	Schedules of Assets and Liabilities for AVDC, LLC Case No. 24-11981	Docket No. 717
25	Schedules of Assets and Liabilities for PAFDC LLC Case No. 24-11982	Docket No. 719
26	Schedules of Assets and Liabilities for INFDC, LLC Case No. 24-11983	Docket No. 721
27	Schedules of Assets and Liabilities for Big Lots F&S, LLC Case No. 24-11984	Docket No. 723
28	Amended Notice of The Official Committee of Unsecured Creditors Regarding Rule 30(B)(6) Deposition of The Debtors	Docket No. 1119
29	Auction Draft of APA	N/A
31	Rocky Robins Interview Memorandum	BIGLOTS_00 034292
32	9.30.2024 Email from Cameron Hood re Big Lots – Open Diligence Requests (Debt)	DPW_BIGLO TS_00001190
33	AlixPartners, LLP Weekly Vendor Payment Report	N/A
34	9.5.2024 Email from Cameron Hood re Big Lots – Open Diligence Requests	DPW_BIGLO TS_00008630
35	Christopher McCormick Interview Memorandum	BIGLOTS_00 034252
36	Jonathan Ramsden Interview Memorandum	BIGLOTS_00 034267
37	Michael Schlonsky Interview Memorandum	BIGLOTS_00 034286
	Any document or pleading filed in the above-captioned cases	

Joint Exhibit #	Description	Docket No./ Bates No.
	Any exhibit necessary for impeachment and/or rebuttal purposes	
	Any exhibit identified or offered by any other party	

Reservation of Rights

The Debtors and the Committee reserve all rights, including without limitation, the right to amend, revise or supplement this Witness and Exhibit List and to offer additional witnesses and exhibits at the Hearing for purposes of impeachment, rebuttal or in response to witnesses or evidence offered by any other party.

[Remainder of Page Intentionally Left Blank]

Dated: November 20, 2024
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT &
TUNNELL LLP**

/s/ Casey B. Sawyer

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Tamara K. Mann (No. 5643)
Sophie Rogers Churchill (No. 6905)
Casey B. Sawyer (No. 7260)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
tmann@morrisnichols.com
srchurchill@morrisnichols.com
csawyer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Jonah A. Peppiatt (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
jonah.peppiatt@davispolk.com
ethan.stern@davispolk.com

*Counsel to the Debtors and
Debtors in Possession*

COLE SCHOTZ P.C.

/s/ Stacy L. Newman

Justin R. Alberto (No. 5126)
Stacy L. Newman (No. 5044)
Jack M. Dougherty (No. 6784)
500 Delaware Avenue, Suite 1410
Wilmington, DE 19801
Tel: (302) 652-3131
Fax: (302) 652-3117
Email: jalberto@coleschotz.com
snewman@coleschotz.com
jdougherty@coleschotz.com

-and-

Sarah A. Carnes, Esq. (admitted *pro hac vice*)
1325 Avenue of the Americas, 19th Floor
New York, NY 10019
Telephone: (212) 752-8000
Facsimile: (212) 752-8393
scarnes@coleschotz.com

- and -

McDERMOTT WILL & EMERY LLP

Darren Azman (admitted *pro hac vice*)
Kristin K. Going (admitted *pro hac vice*)
Stacy Lutkus (admitted *pro hac vice*)
Natalie Rowles (admitted *pro hac vice*)
One Vanderbilt Avenue
New York, NY, 10017
Tel: (212) 547-5400
Fax: (212) 547-5444
Email: dazman@mwe.com
kgoing@mwe.com
salutkus@mwe.com
nrowles@mwe.com

*Counsel to the Official Committee
of Unsecured Creditors*